

**The University of Melbourne Medical Students' Society Incorporated**

ABN: 44 914 677 219

Melbourne Medical School  
University of Melbourne VIC 3010



**Constitution of the  
University of Melbourne  
Medical Students' Society  
Incorporated**

**Date of adoption: May 2019**

The contents of this document form the Rules of Association of  
The University of Melbourne Medical Students' Society Incorporated.

## PRELIMINARY

### 1 Name

The name of the incorporated association is "The University of Melbourne Medical Students' Society Incorporated".

### 2 Purposes

The purposes of the association are -

- (a) To act as the representative body for its members including liaison with the Medical School and the Faculty of Medicine, Dentistry and Health Sciences at the University of Melbourne;
- (b) To encourage cooperation between all University of Melbourne medical students;
- (c) To provide support and services to University of Melbourne medical students to enrich their academic lives;
- (d) To foster the wellbeing of its members;
- (e) To provide a forum for University of Melbourne medical students to explore healthcare related matters that advance their knowledge and further their academic interests; and
- (f) To endeavour to establish and maintain good working relationships with other medical student and professional medical groups.

### 3 Financial year

The financial year of the Association is each period of 12 months ending on December 31st.

### 4 Definitions

In these Rules -

***absolute majority***, of the Committee, means a majority of the Committee members currently holding office and entitled to vote at the time (as distinct from a majority of Committee members present at a Committee meeting);

***AMSA*** means the Australian Medical Students' Association Limited;

***Chairperson***, of a general meeting or committee meeting, means the person chairing the meeting as required under the Regulations and By-Laws of the Association;

***clinical school*** means a branch of the University of Melbourne Medical School based at a site of clinical teaching;

***Committee*** means the Committee having organisation of the business of the Association as defined in Section 46 of these Rules;

***committee meeting*** means a meeting of the Committee held in accordance with this Constitution;

***committee member*** means a member of the Committee elected or appointed under Section 47 of this Constitution;

***Constitution*** means only this document;

***disciplinary appeal meeting*** means a meeting of the members of the Association convened under Rule 18;

***disciplinary meeting*** means a meeting of the Committee convened for the purposes of Rule 16;

***disciplinary subcommittee*** means the subcommittee appointed in accordance with Rule 15;

***Executive*** means the Executive having management of the business of the Association as defined in Section 38 of the Constitution;

***executive meeting*** means a meeting of the Executive held in accordance with this Constitution;

***executive member*** means a member of the Executive elected or appointed under Section 39;

***Faculty*** means the Faculty of Medicine, Dentistry and Health Sciences within the University of Melbourne;

***financial year*** means the 12 month period specified in Rule 3;

***general meeting*** means a general meeting of the members of the Association convened in accordance with Rules 25-27 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

***medical student*** means a student enrolled in an Australian Medical Council accredited medical degree at the University of Melbourne;

***member*** means a member of the Association;

***member entitled to vote*** means a member who under Section 9 is entitled to vote at a general meeting;

***ordinary resolution*** means a resolution that is passed at a meeting that is not a special resolution;

***special resolution*** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

***staff*** means anyone employed by the Association;

***the Act*** means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

***the Regulations and By-Laws*** means the document by that name.

## POWERS OF ASSOCIATION

### 5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may -
  - (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf;
  - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

## **6 Not for profit organisation**

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member -
  - (a) reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member -if this is done in good faith on terms no more favourable than if the member was not a member.

## **MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Part 1: Membership**

#### **7 Minimum number of members**

The Association must have at least 5 members.

#### **8 Membership to the Association**

- (1) Membership to the Association will be offered to all currently enrolled University of Melbourne medical students, as accredited by the Australian Medical Council.
- (2) All medical students starting an accredited medical degree will be added to the register of members except when;
  - (a) The member contacts the Secretary to opt out of Society membership; or
  - (b) The member lodges an opt-out form at the start of the academic year, or at a general meeting of the Society;

#### **9 General rights of members**

- (1) A member of the Association, who is entitled to vote, has the right -
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by the Regulations and By-Laws; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Association as provided under Rule 69.
- (2) A member is entitled to vote if -
  - (a) more than 10 business days have passed since he or she became a member of the Association; and
  - (b) the member's membership rights are not suspended for any reason.

#### **10 Rights not transferable**

The rights of a member are not transferable and end when membership ceases.

## **11 Ceasing membership**

- (1) The membership of a person ceases upon;
  - (a) resignation or death; or
  - (b) expulsion from their medical degree; or
  - (c) expulsion from the Association; or
  - (d) graduation from their medical degree.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

## **12 Resigning as a member**

A member may resign by notice in writing given to the Association.

## **13 Register of members**

The President and Vice-President External must keep and maintain a register of members that includes for each current member any information outlined in Section 48 of the Regulations and By-Laws of the Association.

## **Part 2: Disciplinary action**

### **14 Grounds for taking disciplinary action**

- (1) The Association may take disciplinary action against a member in accordance if it is determined that the member -
  - (a) has failed to comply with the Rules; or
  - (b) has failed to comply with the Regulations and Bylaws; or
  - (c) refuses to support the purposes of the Association; or
  - (d) has engaged in conduct prejudicial to the Association.

### **15 Disciplinary subcommittee**

- (1) If the Committee is satisfied by absolute majority that there are sufficient grounds for taking disciplinary action against a member, all members of the Committee will act as the disciplinary subcommittee, except where;
  - (a) the committee member is the member concerned; or
  - (b) a committee member is biased to, or in favour of, the member concerned.

### **16 Notice to member**

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member -
  - (a) stating that the Association proposes to take disciplinary action against the member;

and

(b) stating the grounds for the proposed disciplinary action; and

(c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and

(d) advising the member that he or she may do one or both of the following -

(i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;

(ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and

(e) setting out the member's appeal rights under Section 18 of this Constitution.

(2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## **17 Decision of subcommittee**

(1) At the disciplinary meeting, the disciplinary subcommittee must -

(a) give the member an opportunity to be heard; and

(b) consider any written statement submitted by the member.

(2) After complying with subrule (1), the disciplinary subcommittee may -

(a) take no further action against the member; or

(b) pursue disciplinary action, subject to subrule (3), including -

(i) reprimand the member; or

(ii) exclude the member from events of the Association; or

(iii) suspend the membership rights of the member for a specified period; or

(iv) expel the member from the Association.

(3) The disciplinary subcommittee may not fine the member any monetary amount.

(4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

(5) Non-members may be excluded from attending events organised by the Association, at the discretion of the Committee.

## **18 Appeal rights**

(1) A person whose membership rights have been suspended or who has been expelled from the Association under Section 17 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

(2) The notice must be in writing and given -

(a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or

(b) to the Secretary not later than 48 hours after the vote.

(3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after

the notice is received.

(4) The Committee must endeavour to give notice of the disciplinary appeal meeting through practical means which may include but is not limited to;

- (a) social media; or
- (b) electronic mail; or
- (c) advertisement on the Association's web page.

(5) The notice of the disciplinary appeal meeting must include -

- (a) the date, time and place of the meeting; and
- (b) state -
  - (i) the name of the person against whom the disciplinary action has been taken; and
  - (ii) the grounds for taking that action; and
  - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## **19 Conduct of disciplinary appeal meeting**

(1) At a disciplinary appeal meeting -

- (a) no business other than the question of the appeal may be conducted; and
- (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
- (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

(2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

(3) A member may not vote by proxy at the meeting.

(4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## **Part 3: Grievance procedure**

### **20 Application**

(1) The grievance procedure set out under Sections 20-24 of this Constitution applies to -

- (a) a member and another member; or
- (b) a member and the Committee or Executive; or
- (c) a member and the Association.

(2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

(3) The subject of a grievance matter must relate to, arise from, or have some other connection with the operations of the Association.

## **21 Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

## **22 Appointment of mediator**

(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 21, the parties must within 10 days -

- (a) notify the Committee of the dispute; and
- (b) agree to or request the appointment of a mediator; and
- (c) attempt in good faith to settle the dispute by mediation.

(2) The mediator must be -

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement -
  - (i) if the dispute is between a member and another member - a person appointed by the Committee; or
  - (ii) if the dispute is between a member and the Committee, Executive or the Association - a person appointed or employed by the Dispute Settlement Centre of Victoria.

(3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who -

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

## **23 Mediation process**

(1) The mediator to the dispute, in conducting the mediation, must -

- (a) give each party every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties throughout the mediation process.

(2) The mediator must not determine the dispute.

## **24 Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **GENERAL MEETINGS OF THE ASSOCIATION**

## **25 Annual general meetings**

(1) The Committee will convene one Annual General Meeting (AGM) every calendar year,



which will be held between January 1 and May 31.

- (2) The Committee may determine the date, time and place of the Annual General Meeting.
- (3) The business of the Annual General Meeting will be as outlined in Part 8(1) of the Regulations and Bylaws of the Association.
- (4) The Secretary must submit the annual statement and any necessary forms and fees in accordance with the Act within one month of the Annual General Meeting.

## **26 Special general meetings**

- (1) Any general meeting of the Association in which business including special resolutions are considered, other than an Annual General Meeting or a disciplinary appeal meeting, is a Special General Meeting (SGM).
- (2) The Committee may convene a Special General Meeting whenever it deems appropriate.

## **27 Special general meeting held at request of members**

- (1) The Committee must convene a Special General Meeting if a request to do so is made in accordance with subrule (2) by at least 5% of the total number of members.
- (2) A request for a Special General Meeting must -
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Committee does not convene a Special General Meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the Special General Meeting.
- (4) A Special General Meeting convened by members under subrule (3) -
  - (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.

## **28 Notice of general meetings**

- (1) The Secretary (or, in the case of a Special General Meeting convened under Rule 27(3), the members convening the meeting) must give to each member of the Association -
  - (a) at least 21 days notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days notice of a general meeting in any other case.
- (2) The notice must -
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed -

- (i) state in full the proposed resolution; and
  - (ii) state the intention to propose the resolution as a special resolution; and
- (3) This rule does not apply to a disciplinary appeal meeting.

## **29 Proxies & technology**

- (1) A member may appoint another member to speak and vote on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (a) The process for appointment of a proxy is outlined in Section 5(1)(a) of the Regulations and By-Laws of the Association.
- (2) A member not physically present at a general meeting may be permitted to participate in the general meeting by the use of technology if -
- (a) this option is available to all eligible members; and
  - (b) any other conditions as set in the Regulations and By-Laws of the Association are fulfilled.

## **30 Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed in Section 5 of the Regulations & By-Laws of the Association), whichever is lesser, of -
- (a) 30 members, 20 of whom are not Committee members; or
  - (b) 10% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting -
- (a) in the case of a meeting convened by, or at the request of, members under Rule 27 - the meeting must be dissolved;
  - (b) in any other case -
    - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

## **31 Adjournment of general meeting**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

(3) Notice of the adjournment of a meeting under this Rule is not required.

### **32 Voting at general meeting**

(1) On any question arising at a general meeting -

(a) each member who is entitled to vote has one vote; and

(b) except in the case of a special resolution, the question must be decided by an absolute majority of votes.

(2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

### **33 Special resolutions**

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy, where this is allowed in the Regulations and By-laws) vote in favour of the resolution.

### **34 Determining whether resolution carried**

(1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been -

(a) carried; or

(b) carried unanimously; or

(c) carried by a particular majority; or

(d) lost -

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

(2) If a poll (where votes are cast in writing) is demanded by three or more members on any question -

(a) the poll must be taken at the meeting, in the manner determined by the Chairperson of the meeting; and

(b) the Chairperson must declare the result of the resolution on the basis of the poll.

(3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

(4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

### **35 Minutes of general meeting**

(1) The Committee must ensure that minutes are taken and kept of each general meeting.

(2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

## **Part 1: Powers of Executive**

### **36 Role and powers**

- (1) The business of the Association must be managed by or under the direction of an Executive.
- (2) The Executive may exercise all the powers of the Association except those powers that this Constitution or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Executive may -
  - (a) appoint and remove staff;
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

### **37 Delegation**

- (1) The Executive may delegate to a member of the Executive, Committee, a subcommittee or staff, any of its powers and functions other than -
  - (a) this power of delegation; or
  - (b) a duty imposed on the Executive by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Executive considers appropriate.
- (3) The Executive may, in writing, revoke a delegation wholly or in part.

## **Part 2: The Executive**

### **38 Definition**

- (1) The Executive of the Association are the persons currently appointed to the positions of;
  - (a) President; and
  - (b) Vice-President Internal; and
  - (c) Vice-President External; and
  - (d) Secretary; and
  - (e) Treasurer; and
  - (f) any other positions as defined in Section 6 of the Regulations and By-Laws of the Association.
- (2) The position descriptions and duties of each executive member must be described in the Regulations and Bylaws of the Association.
- (3) All members of the Executive, other than the Treasurer, will be elected to their respective positions as outlined in this Constitution.
- (4) The position of Treasurer will be selected by the Executive as outlined in this Constitution and in accordance with Section 60.
- (5) Changes to the composition of the Executive as specified in the Regulations and Bylaws of the Association require the unanimous consent of the Executive, not including the member concerned.

### **39 Eligibility, nominations and election of Executive**

- (1) An Executive member must be:
  - (a) a member of the Association; and
  - (b) all other eligibility criteria described in the Regulations and By-Laws of the Association.
- (2) Nominations for positions on the Executive will be conducted in accordance with Rule 55.
- (3) Elections to positions on the Executive will be conducted in accordance with Rules 56–58.
  - (a) The position of Treasurer is appointed by the Executive in accordance with Rule 59.
- (4) If a position is unable to be filled as described in Rule 57, the Executive reserves the right to appoint any member of the Association they deem appropriate to the position.
- (5) Each Executive member holds the term of office for the period stated in Rule 61.
- (6) A position will be deemed vacated if the requirements are met as described in Rule 62.
- (7) Where there is a vacation of office, the Executive reserves the right to appoint any member of the Association they deem appropriate to the position.

### **Part 3: Meetings of Executive**

#### **40 Meetings of Executive**

- (1) The Executive must meet at least every two months at the dates, times and places determined by the Executive, during the academic period of the Melbourne Medical School.
- (2) Special executive meetings may be convened by the President or by any 4 members of the Executive.
- (3) Notice of and documents for each Executive meeting must be given to each member of the Executive by the Secretary.
- (5) Urgent meetings will be held and conducted as according to the Regulations and Bylaws of the Association.
- (6) The order of business may be determined by the members present at the meeting.
- (7) The procedure to be followed at an executive meeting will be determined by the Executive.
- (8) The use of technology at meetings will be decided by the Chairperson.

#### **41 Quorum**

- (1) No business may be conducted at an executive meeting unless a quorum is present.
- (2) The quorum for an executive meeting is the presence of a simple majority of the executive members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a executive meeting -
  - (a) in the case of a special meeting - the meeting lapses;
  - (b) in any other case - the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given by the Secretary as soon as is practicable.

## **42 Voting**

- (1) On any question arising at an executive meeting, each Executive member present at the meeting has one vote.
- (2) A motion is carried if a majority of Executive members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by this Constitution to be passed by an absolute majority of the Executive.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

## **43 Conflict of interest**

- (1) An Executive member who has a material personal interest in a matter being considered at an executive meeting must disclose the nature and extent of that interest to the Executive.
- (2) The member -
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.

## **44 Minutes of meeting**

- (1) The Secretary must ensure that accurate minutes are taken and kept of each executive meeting.
- (2) The minutes must record the following -
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under Rule 43.
- (3) Minutes of the executive meeting will be distributed to all members of the Executive by the Secretary as soon as practicable after the close of the meeting.

## **THE COMMITTEE**

### **Part 1: The Committee**

## **45 Definition**

- (1) The Committee of the Association are the persons currently appointed to the positions of;
  - (a) the Executive; and
  - (b) any other positions as described in the Regulations and Bylaws of the Association.
- (2) The position descriptions and duties of each committee member are recorded within the Regulations and Bylaws of the Association.
- (3) Members of the Committee will be elected to their respective positions in accordance with Rules 54-64.

## **46 Eligibility, nominations and election of Committee**

- (1) A committee member must be:
  - (a) a member of the Association; and
  - (b) any other eligibility criteria described within the Regulations and Bylaws of the Association.
- (2) Nominations for positions on the Committee will be conducted in accordance with Rule 55.
- (3) Elections to positions on the Committee will be conducted in accordance with Rules 58–58 .
- (4) Appointments to positions on the Committee will be conducted in accordance with Rule 60.
- (5) If a position is unable to be filled as described in Rule 57, the Executive reserves the right to appoint any member of the Association they deem appropriate to the position.
- (6) Each committee member holds the term of office for the period stated within Rule 62.
- (7) A position will be deemed vacated if the requirements are met as described within Rule 63.
- (8) Where there is a vacation of office, the Executive reserves the right to appoint any member of the Association they deem appropriate to the position.

## **Part 2: Meetings of Committee**

### **47 Meetings of Committee**

- (1) The Committee must meet at least monthly at the dates, times and places determined by the Committee, during the academic period of the Melbourne Medical School.
- (2) The date, time and place of the first Committee meeting of each academic year will be determined by the Executive.
- (3) Special Committee meetings may be convened by the President or by any 4 members of the Committee.
- (4) Notice of and documents for each Committee meeting must be given to each member of the committee by the Secretary.
- (5) The order of business may be determined by the members present at the meeting.
- (6) The procedure to be followed at a committee meeting will be determined by the Committee.
- (7) The use of technology at meetings will be decided by the Chairperson

### **48 Quorum**

- (1) No business may be conducted at a committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence of at least one member from each clinical school for a majority of the clinical schools, and at least one member from each year level for a majority of student year levels.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
  - (a) in the case of a special meeting—the meeting lapses;
  - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned

must be given by the Secretary as soon as is practicable.

#### **49 Voting**

- (1) On any question arising at a committee meeting, each Committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of Committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by this Constitution to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

#### **50 Conflict of interest**

- (1) A Committee member who has a material personal interest in a matter being considered at an executive meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member -
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.

#### **51 Minutes of meeting**

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following -
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under Rule 51.

## **ELECTIONS**

#### **53 Election cycles**

- (1) The election of Committee members will be conducted through an annual cycle of two individual elections;
  - (a) the first, the Executive election cycle, will be conducted before November 30 of each year and will result in the election of the Association's Executive positions, excluding that of Treasurer.
  - (b) the second, the Committee election cycle, will be conducted as described in Section 35 of the Regulations and By-Laws of the Association.
- (2) The Executive may by ordinary resolution, allow Ex-Officio Committee positions to be contested in the Executive election cycle.



- (3) For both the first and second rounds of elections;
- (a) the elections will have;
    - (i) a nomination period of at least seven days.
    - (ii) notice of elections given at least seven days before the close of nominations.
    - (iii) elections held within seven days of the close of nominations.
    - (iv) the election period lasting for at least seven days.
  - (b) the Executive will nominate a Returning Officer for the first and second election cycles.
    - (i) the Returning Officer may not nominate for any position in the elections over which he or she presides.
    - (ii) the Returning Officer has Executive power over the election, reports to the current Committee, and is bound by this Constitution.

#### **54 Notice of elections**

- (1) Notice of elections for both election rounds will;
- (a) be announced to members via electronic media including, but not limited to, the Association's social media platforms, website, and email.
  - (b) contain the following information:
    - (i) the positions open for election;
    - (ii) the nomination and voting procedures;
    - (iii) the contact details of the Returning Officer;
    - (iv) the dates and times of the election; and,
    - (v) a brief description of the responsibilities for each position.

#### **55 Nominations**

- (1) For both election rounds:
- (a) the Returning Officer must receive nominations by the date and time advertised on the notice of election.
  - (b) valid nominations must include:
    - (i) the name, student number and current enrolled year of the nominee;
    - (ii) the nominee's contact details including email address and phone number;
    - (iii) the name, student number and current enrolled year of a seconder.
  - (c) nominees, nominators and seconders must:
    - (i) all be current members of the Association; and
    - (ii) not at any stage have had a discipline, suspension or expulsion resolution of the Association upheld against them.
  - (d) a nominator may be the same person as the nominee but the seconder cannot be the same person as either the nominee or nominator.
  - (e) a member may nominate for no more than three positions and must indicate their

preference.

## **56 Voting**

(1) For both election rounds:

- (a) voting will be conducted over no less than seven days, and will take place via online ballot for all positions.
- (b) each member of the Association will be entitled to one vote for each position contested, subject to subsection 56(1)(c) and 56(1)(d).
- (c) only members allocated to a clinical school are eligible to vote for its clinical school representatives.
- (d) only members in the penultimate year of a clinical school cohort are eligible to vote for the Third Year Representative.
- (e) only members in the final year of a clinical school cohort are eligible to vote for the Final Year Representative.
- (f) only members in first year are eligible to vote for the first year representatives.
- (g) voting will be by secret ballot and nobody except for the Returning Officer may view the tally and calculation of the secret ballot.
- (h) the votes will be tallied according to the preferential system of voting, namely instant run-off voting.

## **57 Election contingencies**

(1) For both election rounds:

- (a) in the event that only a single nomination is received for a position, then voting will not be required for that position, and the nominee will be elected to that position by default.
- (b) in the event that Executive or Committee members are not elected by the end of an election cycle, the Returning officer will notify all members of the unfilled position(s), and request that members interested in the position(s) send in a personal statement as to why they should fill that role.
  - (i) The Executive will appoint candidates to the unfilled positions as they deem appropriate.
  - (ii) During the time when certain Committee roles are not filled, the presently elected Committee will endeavour to work together to fulfil the role(s) and responsibilities of the unelected Committee member(s).

## **58 Candidate conduct**

(1) During both election rounds:

- (a) candidates will be allowed to produce a short vision statement and statement of relevant experience to support their nomination.
- (b) the length and allowable content of mission statements and statement of relevant experience is at the discretion of the Returning Officer but will be consistent for all candidates for a given position.
- (c) the Returning Officer will advertise to members that candidates' vision statements and

statements of relevant experience are available via electronic media including, but not limited to, email, the Association's social media platforms and its website. .

(d) to aid fairness for candidates during elections, public campaigning for and by candidates is expressly prohibited. This includes but is not limited to:

- (i) making announcements in lectures;
- (ii) posting promotional flyers on notice boards or other surfaces;
- (iii) posting announcements on LMS or MD Connect;
- (iv) handing out 'how to vote' cards or other campaign material;
- (v) sending emails to subject mailing lists;
- (vi) the use of mass internet social media; and,
- (vii) the use of mass emails and any other mass forms of telecommunication or mass electronic communications.

(e) The Returning Officer may set additional restrictions on forms of public campaigning by both physical and electronic means.

(f) The intent of Section 58(d) is to create an inclusive culture, where candidates are elected based on the strength of:

- (i) the candidate's submitted vision statements and statements of relevant experience;
- (ii) the candidate's pre-formed personal relationships with other members; and
- (iii) the candidate's in-person communication with others members during the election process.

(g) it is permitted and encouraged for the candidates to verbally engage other members to vote and read vision statements and statements of relevant experience on a private and individual basis.

(h) candidates who violate these rules will have their nomination withdrawn and be excluded as a candidate at the discretion of the Returning Officer.

## **59 Application-based Treasury selection**

(1) The position of Treasurer will not be elected by the election process described in this Constitution.

(2) The selection of the Treasurer will take place at the same time as the first round of Executive elections.

(3) Appointment of members to the positions of Treasurer will be made by the outgoing Executive, as they deem appropriate following receipt of written applications from candidates.

(4) The length and allowable content of the written applications are at the discretion of the Returning Officer but will be consistent for all candidates.

(5) In the event that no members apply for the positions of Treasurer, the Executive may appoint to the position members who they deem appropriate.

## **60 Application-based Committee selection**

(1) The Executive may by ordinary resolution, appoint members to Committee positions.

(a) These positions will not be elected by the election process described in this

Constitution.

(b) The selection of these Committee positions will take place at the same time as the Committee election.

(c) Appointment of members to these Committee positions will be made by relevant members of the Executive, as they deem appropriate following receipt of written applications from candidates.

(i) The relevant members of Executive involved in appointment of each position are listed in Section 41(2)(c) of the Regulations and By-Laws of the Association.

(d) The length and allowable content of the written applications are at the discretion of the Returning Officer but will be consistent for all candidates.

(e) In the event that no members apply for these Committee positions, the Executive may appoint to the position members who they deem appropriate.

(f) The appointed Committee positions are listed in Section 41(2)(c) of the Association's Regulations and By-Laws, and are described in the same document.

## **61 Term of office**

(1) The new Executive will assume responsibility at the conclusion of a handover period of at least two weeks;

(a) after both the incoming and outgoing position holders are satisfied of a successful transfer of responsibility;

(b) to ensure that relevant financial signatory and legal reporting duties are transferred in full; and

(c) during which time they will work closely with the non-Executive members of the Committee to ensure a smooth and successful transfer of responsibility to the incoming Executive.

(2) The new Committee will assume their positions after an in-person handover meeting with the outgoing members and the delivery of an updated Association Committee Handover document.

(3) Members of the Committee will be required to fulfil their designated responsibilities until:

(a) the conclusion of handover of all relevant responsibilities to members of the next elected Committee;

(b) resignation in accordance with Section 63 of the Constitution; or

(c) removal in accordance with Section 64 of the Constitution.

## **62 Vacation of office**

(1) A committee member may resign from the Committee by written notice addressed to the Committee.

(2) A person ceases to be a committee member if he or she -

(a) ceases to be a member of the Association; or

(b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without Leave of Absence as described in Section 63 of this Constitution.

### **63 Removal of Committee members**

- (1) If it is deemed that a Committee member should be stood down, by a resolution of the Committee, or a petition bearing the names of at least five per cent of members, removal proceedings will take place against the nominated Committee member.
- (2) A meeting of the Committee to confirm or revoke a resolution passed under Section 64 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with Section 64(3).
- (3) For the purposes of giving notice in accordance with Section 63(2), the Secretary must, as soon as practicable, notify the member in writing by electronic mail;
  - (a) setting out the resolution of the Committee and the grounds on which it is based;
  - (b) stating that the member, or his or her representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member;
  - (c) stating the date, place and time of that meeting;
  - (d) informing the member that he or she may do one or both of the following:
    - (i) attend that meeting;
    - (ii) provide a written statement to the Committee.
  - (e) informing the member that, if at that meeting, the Committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in a Special General Meeting against the resolution.
- (4) At a meeting of the Committee to confirm or revoke a resolution passed under Section 65, the Committee must:
  - (a) give the member, or his or her representative, an opportunity to be heard; and
  - (b) give due consideration to any written statement submitted by the member; and
  - (c) determine by resolution whether to confirm or to revoke the resolution.
- (5) If the member is not present at the meeting of the Committee during which the resolution is confirmed or revoked, the member should be given written notice, as soon as practicable, of the result of the resolution.
- (6) If at the meeting of the Committee, the Committee confirms the resolution, the member may, not later than 48 hours after that meeting or receipt of notice under Section 63(5), whichever is later, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in a Special General Meeting against the resolution.
- (7) At a scheduled Special General Meeting, a resolution will be put to revoke the Committee decision to remove the committee member, provided at least 7 days notice has been given to members and to the member concerned in writing.
- (8) A two-thirds majority is required to revoke this resolution, and retain the Committee position.
- (9) The Committee member to be removed will be given an opportunity to be heard at the Special General Meeting, before the vote is held.

### **64 Filling casual vacancies**

- (1) The Committee may at their discretion appoint an eligible member of the Association to fill a position on the Committee that -
  - (a) has become vacant under Section 63 or 64; or
  - (b) was not filled by election at the appropriate election cycle.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) The Committee may continue to act despite any vacancy in its membership.

## **FINANCIAL MATTERS**

### **65 Source of funds**

- (1) The funds of the Association may be derived from:
  - (a) donations; and
  - (b) sponsorship fees; and
  - (c) fundraising activities; and
  - (d) sale of tickets to events of the Association; and
  - (e) sale of Association branded items; and
  - (f) interest on investment accounts.
- (2) The Association will not derive funds from membership fees.

### **66 Management of funds**

- (1) Details of the management of the Association's funds are described in Section 47 of the Regulations and By-Laws.
- (2) The Association will operate one 'primary' cheque account containing funds for general Association business.
- (3) The Association may operate one 'secondary' cheque account containing funds for short-term 'petty cash' purposes.
- (4) The Association may operate interest-bearing accounts and/or term deposits held with Australian banks.
- (5) Monies of the Association will be accumulated and distributed in accordance with Rules 2 and 6 of the Constitution.

## **GENERAL MATTERS**

### **67 Common seal**

- (1) The common seal of the Association must be kept in the custody of the Secretary
- (2) The common seal of the Association must only be used with the authority of the Committee.

### **68 Custody and inspection of books and records**

- (1) The financial records of the association will be in the custody of the Treasurer.

- (2) The register of members will be in the custody of the President and Vice-President External.
- (3) All documents relating to Treasury and Sponsorship will remain Commercial-In-Confidence, and will not be released to Members without prior approval of the Executive.
- (4) All other books, records and relevant documents of the Association, including but not limited to the minutes of general meetings and minutes of Committee meetings, will be in the custody of the Secretary.
- (5) With the exception of the documents specified in Sections 68(3), all books, records and relevant documents of the Association, including but not limited to the minutes of general meetings and minutes of Committee meetings, must be freely available to members of the Association for inspection, given electronic or written notice of the request of at least two days.
- (6) Copies of books, records or relevant documents of the Association will be made at that member's expense.

## **69 Winding up**

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under Section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

## **70 Alteration of rules**

- (1) This Constitution may only be altered by special resolution at a general meeting of the Association.
- (2) The Regulations and By-Laws may be altered by ordinary resolution at a general meeting or Executive meeting of the Association.
- (3) It is the responsibility of the Secretary to notify Consumer Affairs Victoria of the alteration of any part of this Constitution within 28 days of the special resolution being passed.

## **71 Other policies, rules and regulations**

- (1) In addition to this Constitution, the actions of the Association will be governed by a set of Regulations and By-Laws.
- (2) Where there is no relevant item in the rules of the Association for a particular action of the Association, it is up to the Committee to decide the appropriate course of action in keeping in line with other items in the Regulations and By-Laws, the Constitution and the purposes of the Association.
- (3) No item in the Regulations and By-Laws may contradict this Constitution. In the event of a conflict of interpretation, the Constitution overrides the Regulations and By-Laws.

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